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Counsel to the Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	Chapter 11
)	
INNKEEPERS USA TRUST, <i>et al.</i> , ¹)	Case No. 10-13800 (SCC)
)	
Debtors.)	Jointly Administered
)	

**NOTICE OF HEARING ON DEBTORS' FOURTH OMNIBUS
OBJECTION TO CLAIMS (INSUFFICIENT SUPPORT CLAIMS,
NO LIABILITY CLAIMS, CLAIMS TO BE RECLASSIFIED, CLAIMS TO BE
ADJUSTED, CLAIMS TO BE REDUCED, AND EQUITY INTEREST CLAIM)**

¹ The list of Debtors in these Chapter 11 Cases along with the last four digits of each Debtor's federal tax identification number can be found by visiting the Debtors' restructuring website at www.omnimgt.com/innkeepers or by contacting Omni Management Group, LLC at Innkeepers USA Trust c/o Omni Management Group, LLC, 16161 Ventura Boulevard, Suite C, PMB 606, Encino, California 91436. The location of the Debtors' corporate headquarters and the service address for their affiliates is: c/o Innkeepers USA, 340 Royal Poinciana Way, Suite 306, Palm Beach, Florida 33480.

PLEASE TAKE NOTICE that a hearing (the “**Hearing**”)² for the relief requested in the above-referenced objection (the “**Objection**”) will be held, to the extent timely responses to the Objection are filed or a Hearing is otherwise deemed necessary, before the Honorable Shelley C. Chapman, United States Bankruptcy Judge, in Courtroom No. 610 of the United States Bankruptcy Court for the Southern District of New York (the “**Court**”), Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004-1408, on **May 24, 2011 at 11:00 a.m. prevailing Eastern Time** or such other time as counsel may be heard.

PLEASE TAKE FURTHER NOTICE that any responses to the Objection: (a) must be in writing; (b) shall conform to the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), all General Orders of the Court, the Local Rules for the United States Bankruptcy Court for the Southern District of New York, and the *Notice, Case Management, and Administrative Procedures* [Docket No. 68] (the “**Case Management Procedures**”) approved by the Court; (c) shall be filed with the Bankruptcy Court electronically by registered users of the Bankruptcy Court’s case filing system (the User’s Manual for the Electronic Case Filing System can be found at www.nysb.uscourts.gov, the official website for the Bankruptcy Court); and (d) shall be served so as to be actually received no later than **May 17, 2011 at 4:00 p.m. prevailing Eastern Time** by the entities on the Master Service List (as such term is defined in the Case Management Procedures), which is available at www.omnimgt.com/innkeepers, the website maintained by Omni Management Group, LLC, the Debtors’ notice and claims agent. Only those responses that are timely filed, served, and received will be considered.

² All capitalized terms used but otherwise not defined herein shall have the meanings set forth in the Objection.

New York, New York
Dated: April 19, 2011

/s/ Brian S. Lennon

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**DEBTORS' FOURTH OMNIBUS
OBJECTION TO CLAIMS (INSUFFICIENT SUPPORT
CLAIMS, NO LIABILITY CLAIMS, CLAIMS TO BE RECLASSIFIED, CLAIMS
TO BE ADJUSTED, CLAIMS TO BE REDUCED AND EQUITY INTEREST CLAIM)**

¹ The list of Debtors in these Chapter 11 Cases along with the last four digits of each Debtor's federal tax identification number can be found by visiting the Debtors' restructuring website at www.omnimgt.com/innkeepers or by contacting Omni Management Group, LLC at Innkeepers USA Trust c/o Omni Management Group, LLC, 16161 Ventura Boulevard, Suite C, PMB 606, Encino, California 91436. The location of the Debtors' corporate headquarters and the service address for their affiliates is: c/o Innkeepers USA, 340 Royal Poinciana Way, Suite 306, Palm Beach, Florida 33480.

**THIS OBJECTION SEEKS TO DISALLOW, EXPUNGE,
RECLASSIFY, ADJUST, AND/OR REDUCE CERTAIN FILED
PROOFS OF CLAIM. CLAIMANTS RECEIVING THIS OBJECTION
SHOULD LOCATE THEIR NAMES AND CLAIMS ON
SCHEDULES 1-6 TO EXHIBIT A ATTACHED TO THIS
OBJECTION**

Innkeepers USA Trust and certain of its affiliates, as debtors and debtors in possession (collectively, the “**Debtors**”), object (this “**Objection**”) to certain proofs of Claim (as defined below) listed on **Schedules 1-6** to **Exhibit A** attached hereto (the “**Disputed Claims**”) and seek entry of an order, substantially in the form attached hereto as **Exhibit A**, disallowing, expunging, reclassifying, adjusting, and/or reducing such Disputed Claims, as appropriate, pursuant to section 502(b) of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 3007 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”). In support of this Objection, the Debtors rely on the *Declaration of Todd Brents in Support of Debtors’ Fourth Omnibus Objection to Claims (Insufficient Support Claims, No Liability Claims, Claims To Be Reclassified, Claims To Be Adjusted, Claims To Be Reduced And Equity Interest Claim)* (the “**Brents Declaration**”), filed contemporaneously herewith. In further support of this Objection, the Debtors respectfully state as follows:

Jurisdiction

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).
2. Venue is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The bases for the relief requested herein are sections 105(a) and 502(b) of the Bankruptcy Code and Bankruptcy Rule 3007.

Relief Requested

4. By this omnibus Objection, and pursuant to sections 105(a) and 502(b) of the Bankruptcy Code and Bankruptcy Rule 3007, the Debtors respectfully request that the Court enter an order granting the following relief:

- (a) Expunging and disallowing the proofs of Claims identified on **Schedule 1** that fail to specify sufficiently the basis for the proof of Claim or provide sufficient supporting documentation therefor (the “**Insufficient Support Claims**”).
- (b) Expunging and disallowing the proofs of Claim listed on **Schedule 2** that are not reflected in any amount in the Debtors’ books and records (the “**No Liability Claims**”).
- (c) Reclassifying the proofs of Claim listed on **Schedule 3** that are improperly asserted against the wrong Debtor so that they are asserted against the correct Debtor (“**Claims to be Reclassified**”).²
- (d) Reclassifying the priorities of the proofs of Claim listed on **Schedule 4** that are improperly asserted in an inaccurate priority so that they are asserted in the accurate priority (“**Claims to be Adjusted**”).³
- (e) Reducing the amounts asserted in the proofs of Claim listed on **Schedule 5** that seek recovery of amounts greater than reflected on the Debtors’ books and records (the “**Claims to be Reduced**”).
- (f) Disallowing the proof of Claim listed on **Schedule 6** that asserts an equity interest in the Debtors (the “**Equity Interest Claim**”).

Background

5. On July 19, 2010 (the “**Petition Date**”), each of the Debtors filed a petition with the Court under chapter 11 of the Bankruptcy Code (collectively, the “**Chapter 11 Cases**”). The Chapter 11 Cases have been consolidated for procedural purposes only and are being jointly

² Certain of the Claims to be Reclassified also are objectionable because they are inconsistent with the Debtors’ books and records. As shown on **Schedule 3**, in such instances, the Debtors seek to reduce or adjust, as well as reclassify, such Claims.

³ Certain of the Claims to be Adjusted are also objectionable in that they seek recovery of amounts in excess of the potential liabilities reflected in the Debtors’ books and records. As shown on **Exhibit 4** to **Exhibit A**, in such instances, the Debtors seek to reduce, as well as reclassify, such Claims.

administered pursuant to Bankruptcy Rule 1015(b). The Debtors are operating their business and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request for the appointment of a trustee has been made in the Chapter 11 Cases. On July 28, 2010, the United States Trustee for the Southern District of New York (the “**U.S. Trustee**”) appointed an official committee of unsecured creditors (the “**Creditors Committee**”).

6. Additional information regarding the Debtors’ business, capital structure, and the circumstances leading to the Chapter 11 Cases is contained in the *Amended Declaration of Dennis Craven, Chief Financial Officer of Innkeepers USA Trust, in Support of First Day Pleadings* [Docket No. 33, as supplemented by Docket No. 516].

Claims Reconciliation Process

7. On or around September 1, 2010, the Debtors filed their statements of financial affairs and schedules of assets and liabilities, current income and expenditures, and executory contracts and unexpired leases as required by section 521 of the Bankruptcy Code (collectively, the “**Exhibits**”).

8. On September 16, 2010, the Court entered an order [Docket No. 440] establishing certain dates and deadlines for filing proofs of claim in the Chapter 11 Cases (the “**Bar Date Order**”). Specifically, among other things, the Court established: (a) October 29, 2010, as the deadline for all persons and entities holding or wishing to assert a “claim” (as defined in section 101(5) of the Bankruptcy Code) against any of the Debtors that arose prior to the Petition Date (each, a “**Claim**”), including any Claim arising under section 503(b)(9) of the Bankruptcy Code, to file proof of such Claim in writing; and (b) January 18, 2011, as the deadline for all governmental units holding or wishing to assert a Claim against any of the Debtors that arose prior to the Petition Date to file proof of such Claim in writing.

9. On March 29, 2011, the Court entered an order approving omnibus Claims objection procedures in the Chapter 11 Cases [Docket No. 1064].

10. To date, entities have filed nearly 2,000 proofs of Claim against the Debtors asserting more than \$6.75 billion in aggregate liabilities.

Objections

11. A filed proof of claim is deemed allowed unless a party in interest objects thereto. *See* 11 U.S.C. § 502(a); *see also id.* § 1111(a) (“A proof of claim . . . is deemed filed under section 501 of this title for any claim . . . that appears in the schedules . . . except a claim . . . that is scheduled as disputed, contingent, or unliquidated.”). If an objection refuting at least one of the claim’s essential allegations is asserted, the claimant has the burden to demonstrate validity of the claim. *See, e.g., Sherman v. Novak (In re Reilly)*, 245 B.R. 768, 773 (2d Cir. BAP 2000); *In re Rockefeller Ctr. Props.*, 272 B.R. 524, 539 (Bankr. S.D.N.Y. 2000); *In re St. Johnsbury Trucking Co.*, 206 B.R. 318, 323 (Bankr. S.D.N.Y. 1997).

A. Insufficient Support Claims

12. The Debtors hereby object to ten Insufficient Support Claims. As described in the Brents Declaration, the Debtors cannot reconcile these Claims with their books and records because the Claims do not include sufficient information. Specifically, the following Claims provide insufficient support:

- Claim 418, filed by Duplan Construction, Inc. against Innkeepers USA Trust et al.
- Claim 789, filed by Indiana Bell Telephone Company against Innkeepers USA Trust et al.
- Claims 480 and 479, filed by O.C.W.S. 947995-272770 against Innkeepers USA Trust et al.
- Claim 777 and 779, filed by Sherwin Williams against Innkeepers USA Trust et al.

- Claim 1530, filed by Acquascapesga, Inc. against Great Prix Atlanta (Peachtree Corners) LLC.
- Claim 1614, filed by Clifton T. Massey against Innkeepers USA Trust et al.
- Claim 1009, filed by D Train Security Agency against Innkeepers USA Trust et al.
- Claim 306, filed by The Connecticut Light and Power Company against Innkeepers USA Trust et al.

13. This Court explained in *In re Rockefeller Center Properties*, 272 B.R. 524, 542 n.17 (Bankr. S.D.N.Y. 2000):

A proof of claim is a special form of complaint against a debtor. Form 10 sets forth what is required in a proof of claim. What Form 10 requires is remarkably similar to FRCP 8(a)(2) which requires that a complaint contain “a short and plain statement of the claim showing that the pleader is entitled to relief.” FRCP 9, which is adopted by Bankruptcy Rule 7009 and applies to adversary proceedings, seems appropriately applied to proofs of claim as well.

14. A proof of claim must “set forth the facts necessary to support the claim.” *In re Chain*, 255 B.R. 278, 280 (Bankr. D. Conn. 2000) (citing 9, Resnick & Sommer eds., Collier on Bankruptcy ¶ 3001.09[1] at 3001-27 (15th ed. rev. 2005)) (emphasis added). If the proof of claim fails to set forth the necessary supporting facts, it is “not entitled to the presumption of prima facie validity, and the burdens of going forward and of proving its claims by a preponderance of the evidence are on the [claimant].” *In the Matter of Marino*, 90 B.R. 25, 28 (Bankr. D. Conn. 1988); *see also In re Svendson*, 34 B.R. 341, 342 (Bankr. D.R.I. 1983) (stating proofs of claim failed to “set forth all the necessary facts to establish the claim[s].”).

15. Without providing sufficient information or documentation to allow the Debtors to reconcile the Insufficient Support Claims with their books and records, the Claims fail to satisfy the requirements for a proof of Claim. *See Chain*, 255 B.R. at 280. *See also In re 20/20 Sport, Inc.*, 200 B.R. 972, 978 (Bankr. S.D.N.Y. 1996) (“In bankruptcy cases, courts have

traditionally analogized a creditor's claim to a civil complaint, [and] a trustee's objection to an answer . . .").

16. Accordingly, the Debtors hereby request that the Court enter an order expunging and disallowing the Insufficient Support Claims identified on **Schedule 1** as "Claims To Be Disallowed."

B. No Liability Claims

17. The Debtors hereby object to 35 No Liability Claims. As described in the Brents Declaration, the No Liability Claims listed on **Schedule 2** either were paid prepetition, paid postpetition pursuant to relief already requested and approved in these Chapter 11 Cases, or otherwise are not reflected by the Debtors' books and records.⁴ Specifically:

- The Debtors paid Claim 1060, filed by Michael Boltz (on behalf of JMC Global) against Innkeepers USA Limited Partnership, pursuant to the Shippers Order, by check number 64948, check number 65003, check number 65040, check number 65087, check number 65170, check number 65200, check number 65217, check number 65279, check number 65365, check number 115418, and electronic funds transfer number 880145.
- The Debtors paid Claim 1709, filed by the State Board of Equalization against Innkeepers USA Trust et al., by check number 64056, check number 64251, and check number 64418.
- The Debtors paid Claim 1648, filed by Sunset Parking Service, LLC against Innkeepers USA Limited Partnership, by check number 002126.
- The Debtors paid Claim 1650, filed by Sunset Parking Service, LLC against Innkeepers USA Limited Partnership, by check number 119660.
- The Debtors paid Claim 1652, filed by Sunset Parking Service, LLC against Innkeepers USA Limited Partnership, by check number 002583.
- The Debtors paid Claim 1654, filed by Sunset Parking Service, LLC against Innkeepers USA Limited Partnership, by check number 117350.

⁴ At the onset of these Chapter 11 Cases, the Debtors received authority to pay prepetition taxes [Docket No. 184] (the "**Taxes Order**"), insurance premiums [Docket No. 186] (the "**Insurance Order**"), claims of shippers and warehousemen [Docket No. 185] (the "**Shippers Order**"), and reimbursements to hotel managers [Docket No. 190] (the "**Managers Order**").

- Claim 14, filed by The CIT Group/Commercial Services Inc. against Innkeepers USA Trust et al., was the subject of a settlement agreement dated August 4, 2009, whereby the Debtors agreed to pay the claimant \$53,292.81. The Debtors paid this amount in full by check numbers 62585, 62711, 62903, and 63060.
- The Debtors paid Claim 704, filed by the Commonwealth of Massachusetts against Innkeepers USA Trust, et al., by electronic funds transfer number 76002577237.
- The Debtors paid Claim 835, filed by the Commonwealth of Massachusetts against KPA Leaseco, Inc., by check number 63281.
- Claim 846, filed by the Commonwealth of Massachusetts; Claim 1693, filed by the Connecticut Department of Revenue Services; and Claim 199, filed by the Franchise Tax Board, are each against Innkeepers Financial Corporation, a qualified REIT subsidiary. There are no tax returns at this entity. The Debtors filed and paid tax returns for Innkeepers Financial Corporation under Innkeepers USA Trust.
- The Debtors paid Claim 186, filed by the Franchise Tax Board against Grand Prix RIGG Lessee LLC, by check number 60275 for tax year 2007 and check number 61634 for tax year 2008.
- The Debtors paid Claim 187, filed by the Franchise Tax Board against Grand Prix Belmont LLC, by check numbers 57824 and 57825 for tax year 2007 and check number 61649 for tax year 2008.
- The Debtors paid Claim 200, filed by the Franchise Tax Board against Grand Prix IHM Inc., by check number 22662.
- The Debtors paid Claim 221, filed by the Franchise Tax Board against Grand Prix Anaheim Orange Lessee LLC, by check number 60276 for tax year 2007 and check numbers 61628 and 61633 for tax year 2008.
- The Debtors paid Claim 222, filed by the Franchise Tax Board against Grand Prix Fixed Lessee LLC, by check number 60264.
- The Debtors paid Claim 223, filed by the Franchise Tax Board against Grand Prix Floating Lessee LLC, by check number 60265 for tax year 2007 and check numbers 61265 and 61631 for tax year 2008.
- The Debtors paid Claim 224, filed by the Franchise Tax Board against Grand Prix Ontario Lessee, LLC, by check number 60273 for tax year 2007 and check numbers 61627 and 61632 for tax year 2008.

- The Debtors paid Claim 225, filed by the Franchise Tax Board against Grand Prix RIMV Lessee, LLC, by check number 60274 for tax year 2007 and check numbers 61629 and 61635 for tax year 2008.
- The Debtors paid Claim 247, filed by the Franchise Tax Board against Grand Prix Sili I LLC, by check numbers 57840 and 57841 for tax year 2007 and check number 61642 for tax year 2008.
- The Debtors paid Claim 314, filed by the Franchise Tax Board against Grand Prix Sili II LLC, by check numbers 57842 and 57843 for tax year 2007 and check number 61641 for tax year 2008.
- The Debtors paid Claim 1736, filed by the Georgia Department of Revenue against KPA Leaseco, Inc., for tax year 2005 and 2006.
- Claim 1737, filed by the Georgia Department of Revenue against Innkeepers USA Limited Partnership, is on account of payroll taxes. Innkeepers USA Limited Partnership had no employees but the Debtors withheld distributions to non-resident members and shareholders. The Debtors, however, ceased making distributions to shareholders after the third quarter of 2008 and therefore do not owe taxes for this time. The Debtors paid taxes prior to the third quarter of 2008 by check numbers 47080, 49046, 51392, 55545, 58298, 59559, 50130, and 60653.
- The Debtors paid Claim 1738 by check number 36008 for April 2008, check number 33163 for March 2008, check number 29408 for February 2008, check 13049 for September 2007, and check number 40165 for February 2005.
- Claim 768, filed by the Internal Revenue Service against Innkeepers USA Limited Partnership, is for taxes allegedly due in 2007 and 2009. The Debtors books and records show that no tax was due for Innkeepers USA Limited Partnership for these years.
- The Debtors paid Claim 8, filed by the New York State Department of Taxation and Finance against Innkeepers Financial Corporation, by check number 48324.
- The Debtors paid Claim 99, filed by the Orange County Treasurer-Tax Collector against KPA HS Anaheim, LLC, by check numbers 66106 and 64693.
- The Debtors paid Claim 656, filed by the State of New Jersey against Innkeepers USA Trust, et al., by check numbers 61264, 58180, 52861, 61624, 63834, and 61459.

- The Debtors paid the portion of Claim 1711, filed by the Virginia Department of Taxation against Innkeepers USA Trust, et al., that is on account of sales and use tax by check numbers 55635 and 56115. The Debtors paid the portion of Claim 1711 that is on account of corporate tax through the pass-through entity Innkeepers USA Trust.
- Claim 1382, filed by Brenda Allerheiligen against KPA/GP Ft. Walton LLC; Claim 150, filed by Evelyn Garrettporter against Innkeepers USA Trust et al.; Claim 1631, filed by Jose Gonzalez-Vite against Innkeepers USA Trust, et al.; Claim 1633, filed by Jose Rodriguez against Innkeepers USA Trust, et al.; and Claim 935, filed by Leandro Espejo against Innkeepers USA Trust, et al., are all allegedly based on personal injury. Any recoveries based on the personal injuries alleged in the aforementioned Claims will come solely from the proceeds of the Debtors' applicable insurance policies and not against the Debtors, their estates, or their successors. Thus, the Debtors' books and records indicate the Debtors are not liable for such Claims.

18. In sum, the Debtors owe no liability on account of the No Liability Claims.

Accordingly, the Debtors hereby request that the Court enter an order expunging and disallowing each No Liability Claim identified on **Schedule 2** as a "Claim To Be Disallowed."

C. Claims to be Reclassified

19. The Debtors object to 13 Claims to be Reclassified. As described in the Brents Declaration, the Debtors' books and records show that the Claims are against an incorrect Debtor. Failure to reclassify the Claims to be Reclassified could result in the relevant claimants, as well as certain other creditors of the affected Debtors, receiving an unwarranted recovery against the Debtors, to the detriment of other similarly-situated creditors. Therefore, the Claims to be Reclassified should be reclassified as Claims against the Debtors listed in the rows entitled "Correct Debtor/Adjusted Priority/Remaining Claim" on **Schedule 3**, subject to the Debtors' right to object on any other grounds that bankruptcy or nonbankruptcy law permits or until withdrawn by the claimants or disallowed by the Court. *See* 11 U.S.C. § 502(a).

D. Claims to be Adjusted

20. The Debtors object to 17 Claims to be Adjusted. As described in the Brents Declaration, the Debtors' books and records show that the Claims have an incorrect priority. Failure to adjust the Claims to be Adjusted could result in the relevant claimants receiving an unwarranted recovery against the Debtors, to the detriment of other similarly-situated creditors. Therefore, the Claims to be Adjusted should be reclassified to the priorities identified in the rows entitled "Adjusted Priority/Remaining Claim" on **Schedule 4**, subject to the Debtors' right to object on any other grounds that bankruptcy or nonbankruptcy law permits or until withdrawn by the claimants or disallowed by the Court. *See* 11 U.S.C. § 502(a).

E. Claims to be Reduced

21. The Debtors object to two Claims to be Reduced. As described in the Brents Declaration, the Debtors' books and records show that the Claims are asserted in an amount greater than reflected in the Debtors' books and records. Failure to modify the Claims to be Reduced could result in the relevant claimants receiving an unwarranted recovery against the Debtors, to the detriment of other similarly-situated creditors. Therefore, the Claims to be Reduced should be reduced to the amounts listed in the rows entitled "Remaining Claim" on **Schedule 5**, subject to the Debtors' right to object on any other grounds that bankruptcy or nonbankruptcy law permits or until withdrawn by the claimants or disallowed by the Court. *See* 11 U.S.C. § 502(a).

F. Equity Interest Claim

22. The Debtors object to the Equity Interest Claim filed by Eric G. Cowan and Gail M. Cowan against Innkeepers USA Trust et al. The Equity Interest Claim is based on ownership of Series C Cumulative Shares in Debtor Innkeepers USA Trust. Paragraph 8(h) of the Bar Date Order states that "any Claim made by any Entity holding equity securities of the Debtors solely

with respect to such Entity's ownership interest in or possession of such equity securities" is not the type of Claim required to file a proof of Claim. As such, the Equity Interest Claim identified on **Schedule 6** as "Claim To Be Disallowed" should be expunged from the Claims register and reclassified as an equity interest in the appropriate Debtor. Notwithstanding such reclassification, the Debtors reserve their right to further object to the resulting equity interest on any ground whatsoever.

Motion Practice

23. This Objection includes citations to the applicable rules and statutory authorities upon which the relief requested herein is predicated and a discussion of their application to this Objection. Accordingly, the Debtors submit that this Objection satisfies Rule 9013-1(a) of the Local Rules of Bankruptcy Procedure for the Southern District of New York.

Reservation of Rights

24. This Objection is limited to the grounds stated herein. Accordingly, it is without prejudice to the rights of the Debtors or any other party in interest to object to any of the Disputed Claims or any of the Surviving Claims on any ground whatsoever and the Debtors expressly reserve all further substantive or procedural objections they may have.

Notice

25. The Debtors have provided notice of this Motion to the entities on the Master Service List (as such term is defined in the *Notice, Case Management, and Administrative Procedures* [Docket No. 68]), which is available at www.omnimgt.com/innkeepers, the website maintained by Omni Management Group, LLC, the Debtors' notice and claims agent. The Debtors respectfully submit that no further notice is necessary.

WHEREFORE, the Debtors respectfully request that the Court grant the relief requested in the Objection and such other relief as the Court deems just and proper.

New York, New York
Dated: April 19, 2011

/s/ Brian S. Lennon

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Exhibit A

Proposed Order

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**ORDER GRANTING DEBTORS' FOURTH OMNIBUS
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Upon the *Debtors' Fourth Omnibus Objection to Claims (Insufficient Support Claims, No Liability Claims, Claims to be Reclassified, Claims to be Adjusted, Claims to be Reduced and Equity Interest Claim)* (the “**Objection**”)² filed by Innkeepers USA Trust and certain of its affiliates, as debtors and debtors in possession (collectively, the “**Debtors**”) requesting entry of an order reclassifying, adjusting, reducing, disallowing and expunging the Disputed Claims, as appropriate, listed on **Schedules 1-6** attached hereto, pursuant to sections 105(a) and 502(b) of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 3007 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”); all as more fully described in the Objection; it appearing that the relief requested is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); venue being proper before this court pursuant to 28 U.S.C. §§ 1408 and 1409; notice of the Motion having been adequate and appropriate under the circumstances; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Objection is granted to the extent set forth herein.
2. The Disputed Claims listed on **Schedules 1-2** attached hereto are hereby disallowed and expunged in their entirety pursuant to section 502(b) of the Bankruptcy Code.
3. Each Disputed Claim listed on **Schedule 3** attached hereto is hereby reclassified as to Debtor, adjusted as to priority, and/or reduced as to amount, as applicable, in the manner identified in the corresponding row entitled “Correct Debtor/Adjusted Priority/Remaining Claim” on **Schedule 3** attached hereto, subject to the Debtors’ right to object on any other

² Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Objection.

grounds that bankruptcy or nonbankruptcy law permits or until withdrawn by the claimants or disallowed by the Court.

4. Each Disputed Claim listed on **Schedule 4** attached hereto is hereby adjusted as to priority and, to the extent applicable, reduced as to amount, in the manner identified in the corresponding row entitled “Adjusted Priority/Remaining Claim” on **Schedule 4** attached hereto, subject to the Debtors’ right to object on any other grounds that bankruptcy or nonbankruptcy law permits or until withdrawn by the claimants or disallowed by the Court.

5. Each Disputed Claim listed on **Schedule 5** attached hereto is reduced as to amount in the manner identified in the corresponding row entitled “Remaining Claim” on **Schedule 5** attached hereto, subject to the Debtors’ right to object on any other grounds that bankruptcy or nonbankruptcy law permits or until withdrawn by the claimants or disallowed by the Court.

6. The Disputed Claim listed on **Schedule 6** attached hereto is hereby disallowed in its entirety as a Claim and reclassified as an equity interest in Innkeepers USA Trust.

7. Omni Management Group, LLC, the Debtors’ notice and claims agent, is hereby authorized to update the Claims register to reflect the relief granted in this Order.

8. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

9. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

10. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Objection.

11. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

New York, New York

Dated: _____, 2011

Honorable Shelley C. Chapman
United States Bankruptcy Judge

Schedule 1

Insufficient Support Claims

Schedule 1

Insufficient Support Claims

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total	Objection Reason
Claim To Be Disallowed Filed On:	1530 11/1/2010	Grand Prix Atlanta (Peachtree Corners) LLC	Creditor: AQUASCAPESGA, INC ATTN: LAWRENCE G VIKTORA 3282 GREEN FARM TRAIL DACULA, GA 30019	\$0.00	\$0.00	\$0.00	\$6,564.62	\$6,564.62	The Claim does not provide sufficient documentation for the Debtors to reconcile the Claim with their books and records.
Claim To Be Disallowed Filed On:	1614 11/2/2010	Innkeepers USA Trust, et al.	Creditor: CLIFTON T. MASSEY ATTN: CLIFTON T MASSEY 3714 OXFORD STREET FORT WAYNE, IN 46360	\$10,000.00	\$0.00	\$14,325.00	\$10,000.00	\$34,325.00	The Claim does not provide sufficient documentation for the Debtors to reconcile the Claim with their books and records.
Claim To Be Disallowed Filed On:	1009 10/28/2010	Innkeepers USA Trust, et al.	Creditor: D TRAIN SECURITY AGENCY Suite 44 B Smith Road DeFuniak Springs, FL 32433	\$0.00	\$0.00	\$50,000.00	\$50,000.00	\$100,000.00	The Claim does not provide sufficient documentation for the Debtors to reconcile the Claim with their books and records.

Schedule 1

Insufficient Support Claims

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total	Objection Reason
Claim To Be Disallowed	418	Innkeepers USA Trust, et al.	Creditor: DUPLAN CONSTRUCTION, INC. PATRICIA DUPLAN 390 INDUSTRIAL ST. CAMPBELL, CA 95008	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	The Claim does not provide any supporting detail and the Debtors are unable to reconcile the Claim with their books and records.
Filed On:	9/30/2010								
Claim To Be Disallowed	789	Innkeepers USA Trust, et al.	Creditor: INDIANA BELL TELEPHONE COMPANY ATTN: KRISTEN BERGSTROM AT&T INC., ONE AT&T WAY, ROOM 3A218 BEDMINSTER, NJ 07921	\$0.00	\$0.00	\$0.00	\$304.40	\$304.40	The Claim does not provide any supporting detail and the Debtors are unable to reconcile the Claim with their books and records.
Filed On:	10/22/2010								
Claim To Be Disallowed	480	Innkeepers USA Trust, et al.	Creditor: O.C.W.S. 947995-272770 SUZIE WINGATE 1804 LEWIS TURNER BLVD, #300 FT. WALTON BCH, FL 32547-1225	\$0.00	\$0.00	\$0.00	\$6,920.12	\$6,920.12	The Claim does not provide any supporting detail and the Debtors are unable to reconcile the Claim with their books and records.
Filed On:	10/4/2010								

Schedule 1

Insufficient Support Claims

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total	Objection Reason
Claim To Be Disallowed	479	Innkeepers USA Trust, et al.	Creditor: O.C.W.S. 947995-272790 SUZIE WINGATE 1804 LEWIS TURNER BLVD #300 FT. WALTON BCH, FL 32547-1225	\$0.00	\$0.00	\$0.00	\$2,558.94	\$2,558.94	The Claim does not provide any supporting detail and the Debtors are unable to reconcile the Claim with their books and records.
Filed On:	10/4/2010								
Claim To Be Disallowed	777	Innkeepers USA Trust, et al.	Creditor: SHERWIN WILLIAMS ATTN: MICHAEL LUKETICH 11840 N. 28TH DR. STE.101 PHOENIX, AZ 85029-3345	\$0.00	\$0.00	\$0.00	\$3,915.64	\$3,915.64	The Claim does not provide any supporting detail and the Debtors are unable to reconcile the Claim with their books and records.
Filed On:	10/18/2010								
Claim To Be Disallowed	779	Innkeepers USA Trust, et al.	Creditor: SHERWIN WILLIAMS ATTN: MICHAEL LUKETICH 11840 N. 28TH DR. STE.101 PHOENIX, AZ 85029-3345	\$0.00	\$0.00	\$0.00	\$1,136.17	\$1,136.17	The Claim does not provide any supporting detail and the Debtors are unable to reconcile the Claim with their books and records.
Filed On:	10/18/2010								

Schedule 1

Insufficient Support Claims

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total	Objection Reason
Claim To Be Disallowed	306	Innkeepers USA Trust, et al.	Creditor: THE CONNECTICUT LIGHT AND POWER COMPANY MELISSA KOLODZIEJ - NORTHEAST UTILITIES CREDIT & COLLECTION CENTER P.O. BOX 2899 HARTFORD, CT 06101	\$0.00	\$0.00	\$0.00	\$7,299.18	\$7,299.18	The Claim does not provide sufficient documentation for the Debtors to reconcile the Claim with their books and records.
Filed On:	8/23/2010								
Claims To Be Disallowed Totals			10	\$10,000.00	\$0.00	\$64,325.00	\$88,699.07	\$163,024.07	

Schedule 2

No Liability Claims

Schedule 2

No Liability Claims

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total	Objection Reason
Claim To Be Disallowed	1382	KPA/GP Ft. Walton LLC	Creditor: BRENDA ALLERHEILIGEN ATTN: DAVID S. JENNIS 400 N. ASHLEY DRIVE, SUITE 2540 TAMPA, FL 33602	\$0.00	\$0.00	\$0.00	\$50,000,000.00	\$50,000,000.00	The debtors have reviewed the claim and believe that the claimant's personal injury claim should have been covered by the insurance. Accordingly, no amounts are due and owing on account of such claim.
Filed On:	10/29/2010								
Claim To Be Disallowed	704	Innkeepers USA Trust, et al.	Creditor: COMMONWEALTH OF MASSACHUSETTS ATTN: STEPHEN KOBIALKA P.O. BOX 9564 DEPARTMENT OF REVENUE BOSTON, MA 02114-9564	\$0.00	\$0.00	\$464.04	\$45.60	\$509.64	The debtors paid the Claim by Electronic Funds Transfer # 76002577237 on March 18, 2009.
Filed On:	10/19/2010								
Claim To Be Disallowed	835	KPA Leaseco, Inc.	Creditor: COMMONWEALTH OF MASSACHUSETTS ATTN: STEPHEN KOBIALKA P.O. BOX 9564 BOSTON, MA 02114-9564	\$0.00	\$0.00	\$464.04	\$45.60	\$509.64	The Debtors paid the Claim by check #63281 on Dec 10, 2009 for tax year 2008.
Filed On:	10/25/2010								

Schedule 2

No Liability Claims

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total	Objection Reason
Claim To Be Disallowed	846	Innkeepers Financial Corporation	Creditor: COMMONWEALTH OF MASSACHUSETTS ATTN: STEPHEN KOBIALKA P.O. BOX 9564 BOSTON, MA 02114-9564	\$0.00	\$0.00	\$1,068.02	\$191.42	\$1,259.44	The Claim is against a Qualified REIT Subsidiary and there are no tax returns at this level. The Debtors filed and paid tax returns for Innkeepers Financial Corporation by Electronic Funds Transfer Number 76002577237 on March 18, 2009 for the Tax year 2007, 2008 and 2009 under Innkeepers USA Trust.
Filed On:	10/25/2010								
Claim To Be Disallowed	1693	Innkeepers Financial Corporation	Creditor: CONNECTICUT DEPARTMENT OF REVENUE SERVICES ATTN: PAMELA D. CALACHAN C&E Division, Bankruptcy Section 25 SIGOURNEY STREET HARTFORD, CT 06106-5032	\$0.00	\$0.00	\$1,420.00	\$150.00	\$1,570.00	The Claim is against a Qualified REIT Subsidiary and there are no tax returns at this level. The Debtors filed and paid tax returns for Innkeepers Financial Corporation under Innkeepers USA Trust.
Filed On:	11/29/2010								
Claim To Be Disallowed	150	Innkeepers USA Trust, et al.	Creditor: EVELYN GARRETTPORTER ATTN: EVELYN GARRETTPORTER P.O. BOX 145 SHARON, MA 02067	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	The Claim does not provide any supporting detail and the Debtors are unable to reconcile the Claim with their books and records.
Filed On:	8/13/2010								

Schedule 2

No Liability Claims

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total	Objection Reason
Claim To Be Disallowed	186	Grand Prix RIGG Lessee LLC	Creditor: FRANCHISE TAX BOARD ATTN: VIVIAN HO PO BOX 2952 BANKRUPTCY SECTION MS A340 SACRAMENTO, CA 95812-2952	\$0.00	\$0.00	\$905.35	\$488.58	\$1,393.93	The Debtors paid the Claim by check #60275 on Sep 23, 2008 for tax year 2007 and check #61634 on Apr 9, 2009 for tax year 2008.
Filed On:	9/3/2010								
Claim To Be Disallowed	187	Grand Prix Belmont LLC	Creditor: FRANCHISE TAX BOARD ATTN: REBECCA ESTONILO PO BOX 2952 BANKRUPTCY SECTION MS A340 SACRAMENTO, CA 95812-2952	\$0.00	\$0.00	\$79.92	\$695.09	\$775.01	The Debtors paid the Claim by check #57824 on Apr 3, 2008 and check #57825 on Apr 3, 2008 for tax year 2007 and check #61649 for tax year 2008.
Filed On:	9/3/2010								
Claim To Be Disallowed	199	Innkeepers Financial Corporation	Creditor: FRANCHISE TAX BOARD ATTN: REBECCA ESTONILO PO BOX 2952 BANKRUPTCY SECTION MS A340 SACRAMENTO, CA 95812-2952	\$0.00	\$0.00	\$2,575.91	\$328.74	\$2,904.65	The Claim is against a Qualified REIT Subsidiary and there are no tax returns at this level. The Debtors filed and paid tax returns for Innkeepers Financial Corporation under Innkeepers USA LP.
Filed On:	8/31/2010								

Schedule 2

No Liability Claims

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total	Objection Reason
Claim To Be Disallowed	200	Grand Prix IHM, Inc	Creditor: FRANCHISE TAX BOARD ATTN: REBECCA ESTONILO PO BOX 2952 BANKRUPTCY SECTION MS A340 SACRAMENTO, CA 95812-2952	\$0.00	\$0.00	\$965.34	\$672.14	\$1,637.48	The Debtors paid the Claim by check #22662 on Mar 14, 2007 for tax year 2007.
Filed On:	9/2/2010								
Claim To Be Disallowed	221	Grand Prix Anaheim Orange Lessee LLC	Creditor: FRANCHISE TAX BOARD ATTN: GENEVIEVE ROGERS PO BOX 2952 BANKRUPTCY SECTION MS A340 SACRAMENTO, CA 95812-2952	\$0.00	\$0.00	\$905.35	\$439.03	\$1,344.38	The Debtors paid the Claim by check #60276 on Sep 23, 2008 for tax year 2007 and check #61628 on Apr 9, 2009 and #61633 on Apr 9, 2009 for tax year 2008.
Filed On:	9/10/2010								
Claim To Be Disallowed	222	Grand Prix Fixed Lessee LLC	Creditor: FRANCHISE TAX BOARD ATTN: GENEVIEVE ROGERS PO BOX 2952 BANKRUPTCY SECTION MS A340 SACRAMENTO, CA 95812-2952	\$457.34	\$0.00	\$0.00	\$0.00	\$457.34	The Debtors paid the Claim by check #60264 on Sep 19, 2008 for tax year 2007.
Filed On:	9/10/2010								

Schedule 2

No Liability Claims

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total	Objection Reason
Claim To Be Disallowed	223	Grand Prix Floating Lessee LLC	Creditor: FRANCHISE TAX BOARD ATTN: GENEVIEVE ROGERS PO BOX 2952 BANKRUPTCY SECTION MS A340 SACRAMENTO, CA 95812-2952	\$0.00	\$0.00	\$0.00	\$468.20	\$468.20	The Debtors paid the Claim by check #60265 for tax year 2007 and check #61265 on Apr 9, 2009 and #61631 on Apr 9, 2009 for tax year 2008.
Filed On:	9/10/2010								
Claim To Be Disallowed	224	Grand Prix Ontario Lessee, LLC	Creditor: FRANCHISE TAX BOARD ATTN: GENEVIEVE ROGERS PO BOX 2952 BANKRUPTCY SECTION MS A340 SACRAMENTO, CA 95812-2952	\$0.00	\$0.00	\$905.35	\$490.11	\$1,395.46	The Debtors paid the Claim by check #60273 on Sept 23, 2008 for tax year 2007 and check #61627 on Apr 9, 2009 and #61632 on Apr 9, 2009 for tax year 2008.
Filed On:	9/10/2010								
Claim To Be Disallowed	225	Grand Prix RIMV Lessee, LLC	Creditor: FRANCHISE TAX BOARD ATTN: GENEVIEVE ROGERS PO BOX 2952 BANKRUPTCY SECTION MS A340 SACRAMENTO, CA 95812-2952	\$0.00	\$0.00	\$905.35	\$490.11	\$1,395.46	The Debtors paid the Claim by check #60274 on Sept 23, 2008 for tax year 2007 and check #61629 on Apr 9, 2009 and #61635 on Apr 9, 2009 for tax year 2008.
Filed On:	9/10/2010								

Schedule 2

No Liability Claims

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total	Objection Reason
Claim To Be Disallowed	247	Grand Prix Sili I LLC	Creditor: FRANCHISE TAX BOARD ATTN: REBECCA ESTONILO PO BOX 2952 BANKRUPTCY SECTION MS A340 SACRAMENTO, CA 95812-2952	\$0.00	\$0.00	\$77.66	\$695.09	\$772.75	The Debtors paid the Claim by check #57840 on Apr 3, 2008 and #57841 on Apr 3, 2008 for tax year 2007 and check #61642 on Apr 9, 2009 for tax year 2008.
Filed On:	9/20/2010								
Claim To Be Disallowed	314	Grand Prix Sili II LLC	Creditor: FRANCHISE TAX BOARD ATTN: GENEVIEVE ROGERS PO BOX 2952 BANKRUPTCY SECTION MS A340 SACRAMENTO, CA 95812-2952	\$0.00	\$0.00	\$79.93	\$695.09	\$775.02	The Debtors paid the Claim by check #57842 on Apr 3, 2008 and #57843 on Apr 3, 2008 for tax year 2007 and check #61641 on Apr 9, 2009 for tax year 2008.
Filed On:	9/23/2010								
Claim To Be Disallowed	1736	KPA Leaseco, Inc.	Creditor: GEORGIA DEPARTMENT OF REVENUE ATTN: EUNICE NICHOLSON P.O. BOX 161108 ATLANTA, GA 30321	\$0.00	\$0.00	\$14.30	\$17.50	\$31.80	The debtors have paid a tax return of \$400 for the Tax year 2005. The debtors overpaid taxes for the tax year 2006 by \$380 and applied this overpayment to tax return for 2007. Accordingly, no amounts are due on account of such claim.
Filed On:	1/4/2011								

Schedule 2

No Liability Claims

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total	Objection Reason
Claim To Be Disallowed	1737	Innkeepers USA Limited Partnership	Creditor: GEORGIA DEPARTMENT OF REVENUE ATTN: EUNICE NICKOLSON COMPLIANCE DIVISION BANKRUPTCY SECTION P.O. BOX 161108 ATLANTA, GA 30321	\$0.00	\$0.00	\$4,439.63	\$1,097.52	\$5,537.15	The Claim is on account of payroll taxes. Innkeepers USA Limited Partnership had no employees but the Debtors withheld distributions to non-resident members and shareholders. The Debtors ceased making distributions to shareholders after the third quarter of 2008 and therefore do not owe taxes for this time. The Debtors paid taxes prior to the third quarter of 2008 by check #47080, #49046, #51392, #55545, #58298, #59559, #50130, and #60653.
Filed On:	1/4/2011								
Claim To Be Disallowed	1738	Grand Prix IHM, Inc	Creditor: GEORGIA DEPARTMENT OF REVENUE ATTN: EUNICE NICKOLSON COMPLIANCE DIVISION BANKRUPTCY SECTION P.O. BOX 161108 ATLANTA, GA 30321	\$0.00	\$0.00	\$355,601.94	\$65,561.00	\$421,162.94	The Debtors paid the Claim by check #36008 for April 2008, check number 33163 on Apr 18, 2008 for March 2008, check number 29408 on Mar 14, 2008 for February 2008, check 13049 on Oct 19, 2007 for September 2007, and check number 40165 on March 11 20005 for February 2005.
Filed On:	1/4/2011								
Claim To Be Disallowed	768	Innkeepers USA Limited Partnership	Creditor: INTERNAL REVENUE SERVICE ATTN: NAN DILLINGHAM P.O. BOX 7346 PHILADELPHIA, PA 19114	\$0.00	\$0.00	\$0.00	\$9,280.15	\$9,280.15	The debtors have already paid short fiscal year taxes for 2007. The debtors have sent a letter to the claimant on 2 June 2009 explaining the termination of taxes. Accordingly, no amounts are due and owing on account of such claim.
Filed On:	10/21/2010								

Schedule 2

No Liability Claims

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total	Objection Reason
Claim To Be Disallowed	1631	Innkeepers USA Trust, et al.	Creditor: JOSE GONZALEZ-VITE JOHN DE LEON, ESQ. 5975 SUNSET DR., SUITE 605 S. MIAMI, FL 33143	\$0.00	\$0.00	\$0.00	\$575,000.00	\$575,000.00	This claim was filed after the bar date. The debtors state that the claimants should be covered by personal insurance and accordingly no amounts are due and owing on account of such claim.
Filed On:	11/2/2010								
Claim To Be Disallowed	1633	Innkeepers USA Trust, et al.	Creditor: JOSE RODRIGUEZ JOHN DE LEON, ESQ. 5975 SUNSET DR., SUITE 605 S. MIAMI, FL 33143	\$0.00	\$0.00	\$0.00	\$175,000.00	\$175,000.00	This claim was filed after the bar date. The debtors state that the claimants should be covered by personal insurance and accordingly no amounts are due and owing on account of such claim.
Filed On:	11/2/2010								
Claim To Be Disallowed	935	Innkeepers USA Trust, et al.	Creditor: LEANDRO ESPEJO ATTN: MICHAEL S. DAVIS 2311 N. ANDREWS AVENUE FORT LAUDERDALE, FL 33311	\$0.00	\$0.00	\$0.00	\$750,000.00	\$750,000.00	The debtors have reviewed the claim and believe that the claimant has been covered under personal insurance and hence cannot claim for a personal injury claim. Accordingly, no amounts are due and owing on account of such claim.
Filed On:	10/27/2010								

Schedule 2

No Liability Claims

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total	Objection Reason
Claim To Be Disallowed	1060	Innkeepers USA Limited Partnership	Creditor: MICHAEL BOLTZ, ATTORNEY 2400 Woodloch Forest Dr. Suite 575 The Woodlands, TX 77380	\$0.00	\$0.00	\$0.00	\$118,192.31	\$118,192.31	The Debtors paid the Claim by check #64948 on Oct 26, 2010, check #65003 on Oct 29, 2010, check #65040 on Nov 5, 2010, check #65087 on Nov 12, 2010, check #65170 on Nov 24, 2010, check #65200 on Dec 3, 2010, check #65217 on Dec 9 2010, check #65279 on Dec 17 2010, check #65365 on Dec 30 2010, check #115418 on Sep 24 2010 and Wire Number 880145 on August 6, 2010.
Filed On:	10/28/2010								
Claim To Be Disallowed	8	Innkeepers Financial Corporation	Creditor: NEW YORK STATE DEPARTMENT OF TAXATION AND FINANCE TAXATION AND FINANCE - BANKRUPTCY SECTION P O BOX 5300 ALBANY, NY 12205	\$554.34	\$0.00	\$0.00	\$0.00	\$554.34	The Debtors paid the Claim by check #48324 for tax year 2007.
Filed On:	8/2/2010								
Claim To Be Disallowed	99	KPA HS Anaheim, LLC	Creditor: ORANGE COUNTY TREASURER-TAX COLLECTOR RATNA D. BUTANI - Bankruptcy Unit P.O. BOX 1438 Santa Ana, CA 92702	\$446,758.00	\$0.00	\$0.00	\$0.00	\$446,758.00	The Debtors paid the Claim by check #66106 on Apr 1, 2011 and check #64693 on Oct 28, 2010. The remaining payment was made by the mortgage company. Accordingly, no amounts are due on account of such claim.
Filed On:	8/13/2010								

Schedule 2

No Liability Claims

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total	Objection Reason
Claim To Be Disallowed	1709	Innkeepers USA Trust, et al.	Creditor: STATE BOARD OF EQUALIZATION ATTN: AMY E. EVERSON PO BOX 942879 SPECIAL OPERATIONS BRANCH, MIC:55 SACRAMENTO, CA 94279-0055	\$0.00	\$0.00	\$2,297.00	\$0.00	\$2,297.00	The Debtors paid the Claim by check #64056 on May 17, 2010, and check #64251 on June 4, 2010 and check #64418 on Apr 19, 2010.
Filed On:	12/15/2010								
Claim To Be Disallowed	656	Innkeepers USA Trust, et al.	Creditor: STATE OF NEW JERSEY ATTN: VALARIE WALACHY PO BOX 245 TRENTON, NJ 08625-245	\$0.00	\$0.00	\$172,660.15	\$0.00	\$172,660.15	The Debtors paid the Claim by check #61264 on Apr 9, 2009, #58180 on Apr 14, 2008, #52861 on Mar 14, 2007, #61624 on Apr 9, 2009, #63834 on Apr 12, 2010 and #61459 on Mar 13, 2009.
Filed On:	10/15/2010								
Claim To Be Disallowed	1648	Innkeepers USA Limited Partnership	Creditor: SUNSET PARKING SERVICE, LLC ATTN: HEATHER L. MORTIMER 15 LEWIS STREET HARTFORD, CT 06103	\$0.00	\$0.00	\$0.00	\$8,789.37	\$8,789.37	The Debtors paid the Claim by check number #002126 on Sept 29, 2010.
Filed On:	11/9/2010								

Schedule 2

No Liability Claims

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total	Objection Reason
Claim To Be Disallowed	1650	Innkeepers USA Limited Partnership	Creditor: SUNSET PARKING SERVICE, LLC ATTN: HEATHER L. MORTIMER 15 LEWIS STREET HARTFORD, CT 06103	\$0.00	\$0.00	\$0.00	\$9,646.35	\$9,646.35	The Debtors paid the Claim by check number #119660 on Nov 12, 2010.
Filed On:	11/9/2010								
Claim To Be Disallowed	1652	Innkeepers USA Limited Partnership	Creditor: SUNSET PARKING SERVICE, LLC ATTN: HEATHER L. MORTIMER 15 LEWIS STREET HARTFORD, CT 06103	\$0.00	\$0.00	\$0.00	\$10,144.35	\$10,144.35	The Debtors paid the Claim by check number #002583 on Nov 30, 2010.
Filed On:	11/9/2010								
Claim To Be Disallowed	1654	Innkeepers USA Limited Partnership	Creditor: SUNSET PARKING SERVICE, LLC ATTN: HEATHER L. MORTIMER 15 LEWIS STREET HARTFORD, CT 06103	\$0.00	\$0.00	\$0.00	\$10,262.46	\$10,262.46	The Debtors paid the Claim by check number #117350 on Oct 15, 2010.
Filed On:	11/9/2010								

Schedule 2

No Liability Claims

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total	Objection Reason
Claim To Be Disallowed	14	Innkeepers USA Trust, et al.	Creditor: THE CIT GROUP/COMMERCIAL SERVICES INC. ATTN: CHRISTINE DERY 11 WEST 42ND STREET NEW YORK, NY 10036	\$0.00	\$0.00	\$0.00	\$9,899.34	\$9,899.34	The Claim was the subject of a settlement agreement dated August 4, 2009, whereby the debtors agreed to pay \$53,292.81 to the Creditor. The Debtor paid this amount in full by check numbers #62585, #62711, #62903 and #63060.
Filed On:	8/2/2010								
Claim To Be Disallowed	1711	Innkeepers USA Trust, et al.	Creditor: VIRGINIA DEPARTMENT OF TAXATION TAXING AUTHORITY CONSULTING SERVICES, P.C. P.O. BOX 2156 RICHMOND, VA 23218-2156	\$0.00	\$0.00	\$39,467.31	\$11,128.62	\$50,595.93	The Debtors paid the portion of the Claim that is on account of sales and use tax by check #55635 on Oct 12, 2007 and 56115 on Nov 16, 2007. The Debtors paid the portion of the Claim that is on account of corporate tax through the pass-through entity Innkeepers USA Trust.
Filed On:	12/13/2010								
Claims To Be Disallowed Totals			35	\$447,769.68	\$0.00	\$585,296.59	\$51,759,913.77	\$52,792,980.04	

Schedule 3

Claims to be Reclassified

Schedule 3

Claims to be Reclassified

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Filed Claim Amount	771	Innkeepers USA Trust, et al.	Creditor: BOSTON WATER AND SEWER COMMISSION BWSC - LEGAL DEPT 980 HARRISON AVENUE BOSTON, MA 02119	\$2,674.50	\$0.00	\$0.00	\$0.00	\$2,674.50
Filed On:	10/15/2010							
Correct Debtor/ Adjusted Priority/ Remaining Claim		Grand Prix Floating Lessee LLC		\$0.00	\$0.00	\$0.00	\$2,674.50	\$2,674.50
Filed Claim Amount	269	Innkeepers USA Trust, et al.	Creditor: BRAUN LINEN SERVICE, INC. CHRISTINA ABED 16530 S GARFIELD AVE PARAMOUNT, CA 90723	\$0.00	\$0.00	\$0.00	\$3,010.58	\$3,010.58
Filed On:	9/21/2010							
Correct Debtor/ Adjusted Priority/ Remaining Claim		Grand Prix Floating Lessee LLC	WP K/GF UVC VGU	\$0.00	\$0.00	\$0.00	\$2,449.41	\$2,449.41
Filed Claim Amount	49	Innkeepers USA Trust, et al.	Creditor: CERTIFIED TRAVEL ASSOCIATES, INC JOSHUA GOLD 19 AVIATION RD. ALBANY, NY 12205	\$0.00	\$0.00	\$1,104.93	\$0.00	\$1,104.93
Filed On:	7/29/2010							
Correct Debtor/ Adjusted Priority/ Remaining Claim		Grand Prix Floating Lessee LLC		\$0.00	\$0.00	\$0.00	\$1,104.93	\$1,104.93
Filed Claim Amount	611	Innkeepers USA Trust, et al.	Creditor: CITY OF WOBURN ATTN: DONALD N. JENSEN 10 COMMON STREET WOBURN, MA 01801	\$44,747.43	\$0.00	\$44,747.43	\$0.00	\$89,494.86
Filed On:	10/11/2010							
Correct Debtor/ Adjusted Priority/ Remaining Claim		Grand Prix Woburn LLC		\$0.00	\$0.00	\$5,932.00	\$0.00	\$5,932.00

Schedule 3

Claims to be Reclassified

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Filed Claim Amount	1768	Innkeepers USA Trust, et al.	Creditor: DALLAS COUNTY C/O ELIZABETH WELLER NPGDCTI GT GOGGAN BLAIR & SAMPSON LLP 2323 BRYAN STREET SUITE 1600 DALLAS, TX 75201	\$123,878.81	\$0.00	\$0.00	\$0.00	\$123,878.81
	Filed On:	2/17/2011						
Correct Debtor/ Adjusted Priority/ Remaining Claim		Grand Prix Addison (SS) LLC		\$0.00	\$0.00	\$18,192.14	\$0.00	\$18,192.14
Filed Claim Amount	1769	Grand Prix Addison (SS) LLC	Creditor: DALLAS COUNTY C/O ELIZABETH WELLER - LINEBARGER NPGDCTI GT GOGGAN BLAIR & SAMPSON LLP 2323 BRYAN STREET SUITE 1600 DALLAS, TX 75201	\$206,935.56	\$0.00	\$0.00	\$0.00	\$206,935.56
	Filed On:	2/17/2011						
Correct Debtor/ Adjusted Priority/ Remaining Claim		Grand Prix Addison (RI) LLC		\$0.00	\$0.00	\$67,384.62	\$0.00	\$67,384.62
Filed Claim Amount	114	Innkeepers USA Trust, et al.	Creditor: FULTON COUNTY TAX COMMISSIONER 141 PRYOR ST SUITE 1113 Atlanta, GA 30303	\$0.00	\$0.00	\$285,668.11	\$0.00	\$285,668.11
	Filed On:	8/20/2010						
Correct Debtor/ Adjusted Priority/ Remaining Claim		Grand Prix Atlanta LLC		\$0.00	\$0.00	\$148,388.86	\$0.00	\$148,388.86
Filed Claim Amount	493	Innkeepers USA Trust, et al.	Creditor: HENRICO COUNTY, VIRGINIA (ACCT. # 0080289-00572943) RHYSA GRIFFITH SOUTH P.O. BOX 90775 HENRICO, VA 23273	\$9,786.52	\$0.00	\$0.00	\$0.00	\$9,786.52
	Filed On:	10/4/2010						
Correct Debtor/ Adjusted Priority/ Remaining Claim		Grand Prix Fixed Lessee LLC		\$0.00	\$0.00	\$5,614.81	\$0.00	\$5,614.81

Schedule 3

Claims to be Reclassified

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Filed Claim Amount	624	Innkeepers USA Trust, et al.	Creditor: NSTAR ELECTRIC COMPANY ATTN: LISA DEBONISE LEGAL COLLECTIONS	\$0.00	\$0.00	\$0.00	\$16,259.65	\$16,259.65
Filed On:	10/13/2010							
Correct Debtor/ Adjusted Priority/ Remaining Claim		Grand Prix Floating Lessee LLC	1 NSTAR WAY WESTWOOD, MA 02090	\$0.00	\$0.00	\$0.00	\$12,545.27	\$12,545.27
Filed Claim Amount	135	Innkeepers USA Trust, et al.	Creditor: OAKLAND COUNTY TREASURER ATTN: DIANE L. ROARK 1200 N. TELEGRAPH ROAD DEPARTMENT 479 PONTIAC, MI 48341	\$126,776.19	\$0.00	\$0.00	\$0.00	\$126,776.19
Filed On:	8/23/2010							
Correct Debtor/ Adjusted Priority/ Remaining Claim		Grand Prix Troy (SE) LLC		\$0.00	\$0.00	\$7,763.00	\$0.00	\$7,763.00
Filed Claim Amount	655	Innkeepers USA Trust, et al.	Creditor: PUBLIC SERVICE ELECTRIC AND GAS COMPANY ATTN: ED RUIZ BANKRUPTCY DEPT P.O.BOX 490 CRANFORD, NJ 07016	\$0.00	\$0.00	\$0.00	\$37,944.84	\$37,944.84
Filed On:	10/15/2010							
Correct Debtor/ Adjusted Priority/ Remaining Claim		Grand Prix Fixed Lessee LLC		\$0.00	\$0.00	\$0.00	\$33,473.80	\$33,473.80
Filed Claim Amount	1666	Grand Prix Mezz Borrower Fixed, LLC	Creditor: PUGET SOUND ENERGY ATTN: SUZANNE NIEDERHOFER 500 CASTRO STREET MOUNTAIN VIEW, CA 94039	\$0.00	\$0.00	\$0.00	\$42,720.15	\$42,720.15
Filed On:	11/18/2010							
Correct Debtor/ Adjusted Priority/ Remaining Claim		Grand Prix Fixed Lessee LLC		\$0.00	\$0.00	\$0.00	\$22,344.20	\$22,344.20

Schedule 3

Claims to be Reclassified

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Filed Claim Amount	166	Innkeepers USA Trust, et al.	Creditor: RESIDENCE INN. SHELTON CT - 06484 ATTN: ASHISH KAPADIA	\$0.00	\$0.00	\$0.00	\$1,906.22	\$1,906.22
Filed On:	8/27/2010							
Correct Debtor/ Adjusted Priority/ Remaining Claim		Grand Prix Fixed Lessee LLC	NIRMAL FASHION CORP DBA NOBHILL CLEANERS & TAILORS 64 HUNTINGTON TURNPIKE BRIDGEPORT, CT 06610	\$0.00	\$0.00	\$0.00	\$1,443.22	\$1,443.22
Filed Claim Totals				13	\$514,799.01	\$0.00	\$331,520.47	\$101,841.44
Modified Priority Status/Reduced Amount Totals					\$0.00	\$0.00	\$253,275.43	\$76,035.33
								\$329,310.76

Schedule 4

Claims to be Adjusted

Schedule 4

Claims to be Adjusted

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Filed Claim Amount	287	Grand Prix Ft. Wayne LLC	Creditor: ALLEN COUNTY TREASURER SUSAN L. ORTH ONE EAST MAIN STREET ROOM 104 FORT WAYNE, IN 46802	\$137,284.80	\$0.00	\$2,548.70	\$0.00	\$139,833.50
	Filed On:	9/23/2010						
Adjusted Priority/ Remaining Claim		Grand Prix Ft. Wayne LLC		\$0.00	\$0.00	\$91,379.73	\$0.00	\$91,379.73
Filed Claim Amount	30	Grand Prix Mountain View LLC	Creditor: BAYSIDE REFRIGERATION CARLOS C. PACHECO 3121 BAY ROAD REDWOOD CITY, CA 94063	\$0.00	\$0.00	\$3,163.06	\$0.00	\$3,163.06
	Filed On:	8/4/2010						
Adjusted Priority/ Remaining Claim		Grand Prix Mountain View LLC		\$0.00	\$0.00	\$0.00	\$3,163.06	\$3,163.06
Filed Claim Amount	33	Grand Prix Sili I LLC	Creditor: BAYSIDE REFRIGERATION CARLOS C. PACHECO 3121 BAY ROAD REDWOOD CITY, CA 94063	\$0.00	\$0.00	\$5,473.00	\$0.00	\$5,473.00
	Filed On:	8/6/2010						
Adjusted Priority/ Remaining Claim		Grand Prix Sili I LLC		\$0.00	\$0.00	\$0.00	\$5,473.00	\$5,473.00
Filed Claim Amount	1705	Grand Prix Ft. Lauderdale LLC	Creditor: BROWARD COUNTY RECORDS, TAXES & TREASURY DIV. C/O HOLLIE N. HAWN TAX COLLECTOR - GOVERNMENT CENTER ANNEX LITIGATION SECTION 115 S ANDREWS AVENUE FORT LAUDERDALE, FL 33301	\$183,362.54	\$0.00	\$0.00	\$0.00	\$183,362.54
	Filed On:	12/10/2010						
Adjusted Priority/ Remaining Claim		Grand Prix Ft. Lauderdale LLC		\$0.00	\$0.00	\$99,741.16	\$0.00	\$99,741.16

Schedule 4

Claims to be Adjusted

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Filed Claim Amount	1638	Grand Prix Las Colinas LLC	Creditor: CARROLLTON-FARMERS BRANCH C/O ANDREA SHEEHAN 4411 NORTH CENTRAL EXPRESSWAY DALLAS, TX 75205	\$113,653.85	\$0.00	\$0.00	\$0.00	\$113,653.85
	Filed On:	11/8/2010						
Adjusted Priority/ Remaining Claim		Grand Prix Las Colinas LLC		\$0.00	\$0.00	\$61,822.70	\$0.00	\$61,822.70
Filed Claim Amount	1694	Grand Prix Windsor LLC	Creditor: CONNECTICUT DEPARTMENT OF REVENUE SERVICES ATTN: PAMELA D. CALACHAN C&E Division, Bankruptcy Section 25 SIGOURNEY STREET HARTFORD, CT 06106-5032	\$0.00	\$0.00	\$580.00	\$100.00	\$680.00
	Filed On:	11/29/2010						
Adjusted Priority/ Remaining Claim		Grand Prix Windsor LLC		\$0.00	\$0.00	\$370.00	\$0.00	\$370.00
Filed Claim Amount	1695	Grand Prix Shelton LLC	Creditor: CONNECTICUT DEPARTMENT OF REVENUE SERVICES ATTN: PAMELA D. CALACHAN C&E Division, Bankruptcy Section 25 SIGOURNEY STREET HARTFORD, CT 06106-5032	\$0.00	\$0.00	\$928.00	\$250.00	\$1,178.00
	Filed On:	11/29/2010						
Adjusted Priority/ Remaining Claim		Grand Prix Shelton LLC		\$0.00	\$0.00	\$370.00	\$0.00	\$370.00
Filed Claim Amount	1696	Innkeepers USA Limited Partnership	Creditor: CONNECTICUT DEPARTMENT OF REVENUE SERVICES ATTN: PAMELA D. CALACHAN C&E Division, Bankruptcy Section 25 SIGOURNEY STREET HARTFORD, CT 06106-5032	\$0.00	\$0.00	\$580.00	\$100.00	\$680.00
	Filed On:	11/29/2010						
Adjusted Priority/ Remaining Claim		Innkeepers USA Limited Partnership		\$0.00	\$0.00	\$370.00	\$0.00	\$370.00

Schedule 4

Claims to be Adjusted

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Filed Claim Amount	1487	Grand Prix Floating Lessee LLC	Creditor: CONSTELLATION NEWENERGY, INC.	\$0.00	\$58,264.55	\$0.00	\$53,381.99	\$111,646.54
Filed On:	10/29/2010		D. ELAINE CONWAY & BRUCE J. RUZINSKY JACKSON WALKER, LLP 1401 MCKINNEY ST. SUITE 1900 HOUSTON, TX 77010					
Adjusted Priority/ Remaining Claim		Grand Prix Floating Lessee LLC		\$0.00	\$0.00	\$0.00	\$31,237.01	\$31,237.01
Filed Claim Amount	1510	Grand Prix Fixed Lessee LLC	Creditor: CONSTELLATION NEWENERGY, INC.	\$0.00	\$58,264.55	\$0.00	\$53,381.99	\$111,646.54
Filed On:	10/29/2010		D. ELAINE CONWAY & BRUCE J. RUZINSKY JACKSON WALKER, LLP 1401 MCKINNEY ST. SUITE 1900 HOUSTON, TX 77010					
Adjusted Priority/ Remaining Claim		Grand Prix Fixed Lessee LLC		\$0.00	\$0.00	\$0.00	\$68,542.30	\$68,542.30
Filed Claim Amount	1770	Grand Prix Las Colinas LLC	Creditor: DALLAS COUNTY	\$101,210.07	\$0.00	\$0.00	\$0.00	\$101,210.07
Filed On:	2/17/2011		C/O ELIZABETH WELLER - LINEBARGER GOGGAN BLAIR & SAMPSON LLP 2323 BRYAN STREET SUITE 1600 DALLAS, TX 75201					
Adjusted Priority/ Remaining Claim		Grand Prix Las Colinas LLC		\$0.00	\$0.00	\$8,897.59	\$0.00	\$8,897.59
Filed Claim Amount	496	Grand Prix Richmond LLC	Creditor: HENRICO COUNTY, VIRGINIA (PARCEL # 769-743-1443) RHYSA GRIFFITH SOUTH P.O. BOX 90775	\$27,033.08	\$0.00	\$0.00	\$0.00	\$27,033.08
Filed On:	10/4/2010		HENRICO, VA 23273					
Adjusted Priority/ Remaining Claim		Grand Prix Richmond LLC		\$0.00	\$0.00	\$2,511.27	\$0.00	\$2,511.27

Schedule 4

Claims to be Adjusted

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Filed Claim Amount	474	Grand Prix Bellevue LLC	Creditor: KING COUNTY TREASURER ATTN: LINDA CRANE NELSEN 500 4TH AVE. ROOM #600 SEATTLE, WA 98104	\$55,887.36	\$0.00	\$0.00	\$0.00	\$55,887.36
Filed On:	10/4/2010							
Adjusted Priority/ Remaining Claim		Grand Prix Bellevue LLC		\$0.00	\$0.00	\$5,191.72	\$0.00	\$5,191.72
Filed Claim Amount	476	Grand Prix Tukwila LLC	Creditor: KING COUNTY TREASURER ATTN: LINDA CRANE NELSEN 500 4TH AVE. ROOM #600 SEATTLE, WA 98104	\$62,815.93	\$0.00	\$0.00	\$0.00	\$62,815.93
Filed On:	10/4/2010							
Adjusted Priority/ Remaining Claim		Grand Prix Tukwila LLC		\$0.00	\$0.00	\$5,835.36	\$0.00	\$5,835.36
Filed Claim Amount	477	Grand Prix Bothell LLC	Creditor: KING COUNTY TREASURER ATTN: LINDA CRANE NELSEN 500 4TH AVE. ROOM #600 SEATTLE, WA 98104	\$66,435.26	\$0.00	\$0.00	\$0.00	\$66,435.26
Filed On:	10/4/2010							
Adjusted Priority/ Remaining Claim		Grand Prix Bothell LLC		\$0.00	\$0.00	\$6,171.58	\$0.00	\$6,171.58
Filed Claim Amount	1670	KPA/GP Ft. Walton LLC	Creditor: OKALOOSA COUNTY TAX COLLECTOR JUSTIN GORDON- CHRIS HUGHES 151 C EGLIN PARKWAY NE FT WALTON BEACH, FL 32548	\$221,042.75	\$0.00	\$0.00	\$0.00	\$221,042.75
Filed On:	11/19/2010							
Adjusted Priority/ Remaining Claim		KPA/GP Ft. Walton LLC		\$0.00	\$0.00	\$120,237.54	\$0.00	\$120,237.54

Schedule 4

Claims to be Adjusted

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Filed Claim Amount	1767	Grand Prix Arlington LLC	Creditor: TARRANT COUNTY C/O ELIZABETH WELLER 2323 BRYAN STREET SUITE 1600 DALLAS, TX 75201	\$92,371.85	\$0.00	\$0.00	\$0.00	\$92,371.85
	Filed On:	2/17/2011						
Adjusted Priority/ Remaining Claim		Grand Prix Arlington LLC		\$0.00	\$0.00	\$14,928.79	\$0.00	\$14,928.79
Filed Claim Totals			17	\$1,061,097.49	\$116,529.10	\$13,272.76	\$107,213.98	\$1,298,113.33
Modified Priority Status/Reduced Amount Totals				\$0.00	\$0.00	\$417,827.44	\$108,415.37	\$526,242.81

Schedule 5

Claims to be Reduced

Schedule 5

Claims to be Reduced

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Filed Claim Amount	19	Grand Prix Bulfinch LLC	Creditor: CITY OF BOSTON CELIA M. BARTON TREASURY DEPARTMENT BANKRUPTCY COORDINATOR CITY HALL ROOM M-5 ONE CITY HALL SQUARE BOSTON, MA 02201	\$0.00	\$0.00	\$16,260.64	\$0.00	\$16,260.64
	Filed On:	8/2/2010						
Reduced Claim		Grand Prix Bulfinch LLC		\$0.00	\$0.00	\$13,174.58	\$0.00	\$13,174.58
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Filed Claim Amount	1548	Grand Prix West Palm Beach LLC	Creditor: MARX REALTY & IMPROVEMENT CO., INC. ATTN: JONATHAN L. FLAXER, ESQ. 437 MADISON AVENUE NEW YORK, NY 10022-7302	\$0.00	\$0.00	\$0.00	\$20,049,418.14	\$20,049,418.14
	Filed On:	10/28/2010						
Reduced Claim		Grand Prix West Palm Beach LLC		\$0.00	\$0.00	\$0.00	\$1,576,317.00	\$1,576,317.00
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Filed Claim Totals				2	\$0.00	\$0.00	\$16,260.64	\$20,065,678.78
Modified Priority Status/Reduced Amount Totals					\$0.00	\$0.00	\$13,174.58	\$1,589,491.58

Schedule 6

Equity Interest Claim

Schedule 6
Shareholder Claim

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total	Objection Reason
Claim To Be Disallowed	92	Innkeepers USA Trust, et al.	Creditor: ERIC G. COWAN AND GAIL M. COWAN (SHAREHOLDERS) 100 HILLCREST DRIVE Stuart, FL 34996	\$0.00	\$0.00	\$0.00	\$29,000.00	\$29,000.00	The claim is for Equity owed by the debtors to the claimant. On review of the claim, the debtors have determined that there are no amounts due to the claimant on account of such a claim.
Filed On:	8/12/2010								
Claims To Be Disallowed Totals			1	\$0.00	\$0.00	\$0.00	\$29,000.00	\$29,000.00	